

**NORTHWESTERN OKLAHOMA WORKFORCE BOARD
BY-LAWS - 7/14/16**

The State of Oklahoma, pursuant to the Federal Workforce Innovation and Opportunity Act of 2014, under section 107(c)(4)(B)(i), has designated the Northwestern Oklahoma Workforce Board as the entity responsible for the direction and oversight of employment and training programs at the local level and provides funding thereto.

Federal and State rules and regulations provide for program activities and require the Chief Local Elected Official (herein after referred to as the CLEO) for the Northwestern Oklahoma Workforce Development Area to appoint a local workforce board.

ARTICLE I NAME

The name of the organization shall be the Northwestern Oklahoma Workforce Board, herein after referred to as the NOWB.

ARTICLE II ESTABLISHMENT AND PURPOSE

A. ESTABLISHMENT

The NOWB is organized and authorized under the authority of the Workforce Innovation and Opportunity Act (herein after referred to as WIOA), federal guidelines, and all applicable State of Oklahoma guidelines. Per the WIOA, the NOWB must achieve certification from the Governor of Oklahoma to operate as a workforce board and such certification must take place at least every 2 years. Certification criteria will be developed by the state workforce board.

The NOWB's principal office will be located at the NOWB Staff office.

B. PURPOSE

The NOWB develops the strategic direction and policies that guide the creation and continuous improvement of a unified, customer-friendly, and market-driven workforce development system which combines education, workforce, and economic development concerns in the Northwestern Oklahoma Workforce Development Area.

The NOWB shall operate in a workforce development area as designated by the Governor representing Alfalfa, Beaver, Blaine, Cimarron, Dewey, Ellis, Garfield, Grant, Harper, Kay, Kingfisher, Major, Payne, Noble, Texas, Woods, and Woodward counties.

The NOWB shall perform all duties to the best of its ability in accordance with these methods:

- A. *Convener* – Bring together business, labor, education, and economic development to focus on community workforce issues.
- B. *Workforce Analyst* – Develop, disseminate and understand current local and regional labor market and economic information and trends.
- C. *Broker* – Bring together systems to solve common problems, or broker new relationships with businesses and workers.
- D. *Community Voice* – Advocate for the importance of workforce policy, providing perspective about the need for and availability of skilled workers.

- E. *Capacity Builder* – Enhance the Northwestern Oklahoma’s areas and planning region’s ability to meet the workforce needs of local employers.

The NOWB shall be responsible for providing policy guidance for and exercising oversight, with respect to, a local workforce development system conducted under the WIOA in partnership with the CLEO of the Northwestern Oklahoma area.

The NOWB is to:

- Provide strategic and operational oversight in collaboration with the required and additional partners and workforce development stakeholders to help cultivate a comprehensive and high quality workforce development system in the local area and larger planning region;
- Assist in the achievement of the state’s strategic and operational vision and goals as outlined in the Unified State Plan or Combined State Plan; and
- Maximize and continue to improve the quality of services, customer satisfaction, effectiveness of the services provided.

The NOWB shall, in agreement with the CLEO,:

1. Develop and submit a 4-year local plan as a part of the regional plan as directed by the state.
2. Develop and submit a regional plan in collaboration with other local areas in the same planning region and/or outside the designated planning region as appropriate.
3. Conduct workforce research and regional labor market analysis to include requirements of the WIOA regulations.
4. Convene stakeholders to assist in the development of the local plan and in identifying non-federal expertise and resources leverage support for workforce development activities.
5. Lead efforts to engage with a diverse range of businesses/employers and other entities in the region in order to: promote business representation on the local board; develop effective linkages with businesses/employers in the region; ensure workforce activities meet the needs of businesses/employers and support economic growth by enhancing communication, coordination and collaboration among businesses/employers, economic development entities and service providers; and develop and implement proven and promising strategies to meet the employment and skill needs of workers and businesses/employers (such as the establishment of industry and sector partnerships) that provide the skilled workforce needed by employers in the region and that expand employment and career advancement opportunities for workforce system participants in in-demand industry sectors or occupations.
6. With representatives of secondary and post-secondary education programs, lead efforts to develop and implement career pathways within the local area by aligning the employment, training, education, and supportive services that are needed by adults and youth, particularly individuals with barriers to employment.
7. Lead efforts in the local area to identify and promote proven and promising strategies and initiatives for meeting the needs of businesses/employers, workers and jobseekers, and identify and disseminate information on proven and promising practices carried out in other local areas for meeting such needs.
8. Develop strategies for using technology to maximize the accessibility and effectiveness of the local workforce development system for businesses/employers, and workers and jobseekers.
9. In partnership with the CLEO for the local area:

- a. Conduct oversight of workforce activities authorized under WIOA and the entire one-stop delivery system in the local area;
 - b. Ensure the appropriate use and management of the funds provided under WIOA for the youth, adult, and dislocated worker activities and one-stop delivery system in the local area; and
 - c. Ensure the appropriate use, management, and investment of funds to maximize performance outcomes under WIOA.
10. Negotiate and reach agreement on local performance measures with the CLEO and the Governor.
11. Negotiate with CLEO and required partners on the methods for funding the infrastructure costs of one-stop centers in the local area in accordance with WIOA or notify the Governor if they fail to reach agreement at the local level and will use a state infrastructure funding mechanism.
12. Select the following providers in the local area, and where appropriate, terminate such providers in accordance with WIOA:
 - a. Providers of youth workforce activities through competitive grants or contracts;
 - b. Providers of training services consistent with state requirements and the WIOA;
 - c. Providers of career services through the award of contracts, if the one-stop operator does not provide such services; and
 - d. One-stop operators in accordance with WIOA.
13. In accordance with WIOA Sec. 107(d)(10)(E), work with the state to ensure there are sufficient numbers and types of providers of career services and training services serving the local area and providing the services in a manner that maximizes consumer choice, as well as providing opportunities that lead to competitive integrated employment for individuals with disabilities.
14. Coordinate activities with education and training providers in the local area, including:
 - a. Reviewing applications to provide adult education and literacy activities under Title II for the local area to determine whether such applications are consistent with the local plan;
 - b. Making recommendations to the eligible agency to promote alignment with such plan; and
 - c. Replicating and implementing cooperative agreements to enhance the provision of services to individuals with disabilities and other individuals, such as cross training of staff, technical assistance, use and sharing of information, cooperative efforts with employers, and other efforts at cooperation, collaboration and coordination.
15. Develop a budget for the activities of the local board, with approval of the CLEO and consistent with the local plan and the duties of the local board.
16. Assess, on at least an annual basis, the physical and programmatic accessibility of all one-stop centers in the local area, in accordance with WIOA sec. 188, if applicable, and applicable provisions of the Americans with Disabilities Act of 1990 (42 U.S.C. 12101 et seq.).
17. As appropriate, certification of one-stop centers and/or system as designed or required by the State or applicable federal guidelines.
18. Enter into an agreement with the CLEO and/or Local Elected Officials (herein after referred to as LEOs) that describes respective roles and responsibilities of the board and CLEO/LEOs.
19. Participate in and/or develop other activities, plans, projects, assignments, tasks, and strategies as determined necessary, valuable, and/or profitable to the Northwestern Oklahoma Workforce Development Area as long as such does not violate the WIOA or other applicable law.

ARTICLE III THE BOARD

A. MEMBERSHIP

The nomination and appointment process for the NOWB members shall adhere to the WIOA requirements and any applicable State of Oklahoma guideline(s).

The members of the NOWB must be appointed by the CLEO consistent with criteria established under WIOA Sec. 107 (b) and criteria established by the Governor and must meet the requirements of WIOA Sec. 107 (b) (2) requiring the NOWB to consist of a minimum of nineteen (19) members. As deemed appropriate and necessary, a recruitment campaign and/or membership application may be instituted.

An individual may be appointed as a representative of more than one entity if the individual meets all the criteria for representation. The NOWB's members and/or designated committee may assist the CLEO in maintaining adequate representation as stipulated by these By-Laws and State and Federal regulations by recruiting nominees for business membership.

All NOWB members will have optimum policy-making authority within the entities they represent. Each NOWB member is expected to attend and participate in every meeting of the NOWB absent extenuating circumstances. All members are also expected to attend and participate in the meetings of any committee, task force, project, and/or team to which they have been assigned/volunteered to serve.

Members of the NOWB are volunteers so they shall not receive compensation from the NOWB for time served. The NOWB may establish policy regarding reimbursement of out-of-pocket expenses for meetings, conferences, etc., deemed beneficial for the NOWB such as, but not limited to, mileage reimbursement for scheduled NOWB meetings. Such expenses must be compliant with policy and/or guidance and must be approved by the NOWB prior to the event.

If a member of the NOWB determines that he or she is no longer able to fulfill the duties of membership on the NOWB, the member shall notify the NOWB Chairman and/or NOWB Staff in writing of resignation. A NOWB member may resign at any time by delivering written notice to the Chairman and/or NOWB Director. Unless the notice of resignation specifies a later effective date, the resignation will be effective when received.

If a member of the NOWB changes employment, the member shall notify the NOWB Chairman and/or NOWB Staff in writing as soon as possible so that a replacement might be found. The Chairman may request the CLEO to appoint replacement members or additional new members to the NOWB.

Any appointed NOWB member may be removed or suspended with or without cause by the CLEO acting in accordance with the LEOs Consortium. Removal/suspension for cause may include, but is not limited to: Failure to attend/participate in NOWB meetings, failure to be a member of and/or attend/participate in committee, task force, project, and/or team meetings, improper handling of a conflict of interest situation, taking a job outside the business or labor sector the member was appointed to represent, or other causes as determined by the NOWB and/or LEOs Consortium.

B. MEMBER TERMS

Initial appointments under WIOA will be staggered with at least one-third of the members having terms of three years and the remaining two-thirds having an initial term of either one or two years. Other than the initial period terms, the terms of office of the NOWB members are determined by the CLEO as specified in the LEOs Consortium to be three (3) year terms.

An appointment to serve on the NOWB is considered significant and influential because the members are not only implementing federal legislation but also representing the LEOs, key industries and/or organizations, and are respected leaders in the community.

Through the LEO's Consortium, LEOs may be appointed to serve on the NOWB. The process is outlined in the Agreement.

A position on the NOWB is considered vacant on the date the term expires, a member becomes ineligible, and/or a member is removed, resigns or dies. In the case of an appointment to fill a vacancy on the NOWB, the replacement member's term shall begin on the date of concurrence by the CLEO as to the member's replacement unless otherwise specified, and shall end on the date designated for the original appointment for whom the replacement is selected. The CLEO shall be notified regarding NOWB vacancies.

C. OFFICERS AND DUTIES

The officers of the NOWB shall consist of a Chairman, a Vice-Chairman, and a Secretary/Treasurer. Officers shall be elected by the NOWB from eligible members of the NOWB. The Chairman and Vice-Chairman must be representatives of the private sector (business representatives). The terms of the officers shall begin in July and shall be for a term of three (3) years with opportunities for reappointment. The NOWB may fill vacancies for officers at any meeting.

1. Chairman – The Chairman shall preside at meetings of the NOWB and other committees as appropriate and shall carry out other duties as described in these By-Laws. It shall be the responsibility of the Chairman, via the NOWB Director as appropriate, to inform the CLEO of issues and decisions of major importance considered by the NOWB. The Chairman may serve as a member of any committee, task force, project, and/or team of the NOWB. The Chairman shall execute all documents on behalf of the NOWB. In general, the Chairman sets the agenda for the NOWB meetings but a working calendar of the NOWB responsibilities and requirements will commonly be utilized to create the agenda and any NOWB member may ask for items to be placed on the agenda for NOWB consideration. The NOWB Chairman shall have the power to create committee, task force, project, and/or team the members of which shall be appointed by the Chairman.
2. Vice-Chairman - The Vice-Chairman shall, in the absence of the Chairman, preside at the meetings of the NOWB. The Vice-Chairman may, at the request of the Chair, serve on and/or preside over committee, task force, project, and/or team meetings as appropriate. The Vice-Chairman shall see that all orders and resolutions of the NOWB are communicated to the proper persons or entities for implementation. The Vice-Chairman may assume the Chairman's office should the office be vacated prior to the completion of the term.
3. Secretary/Treasurer – The Secretary/Treasurer may be elected from any member of the NOWB. The Secretary/Treasurer may, in the absence of the Chairman and Vice-Chairman, as an elected officer, preside at meetings of the NOWB. The Secretary/Treasurer shall be responsible for the following items/duties with the

accepted practice of the Secretary/Treasurer to delegate these items/duties to NOWB Staff:

- Taking/preparing the minutes of all NOWB meetings and publishing all notices of meetings;
- Maintain a copy of the By-Laws including all amendments and a copy of the signed minutes of the meeting the By-laws and/or amendments were adopted;
- Work with the area Fiscal Agent to review, at least annually, the NOWB budgets which may include presentation of proposed budget to the NOWB for approval;
- Coordinate with the area Fiscal Agent to develop and provide necessary financial information to the NOWB to fulfill its responsibilities under state and federal laws, policies, or procedures;
- Assist the Fiscal Agent in the preparation of budgets to allow sufficient funds for NOWB and staffing, training, Business Services activities and events, and other activities necessary to maximize NOWB performance, strategic direction, and ability to implement the WIOA and various activities;
- May assist the Fiscal Agent and NOWB Director, in conjunction with a committee designated by the Chairman, with the preparation of Requests for Proposal guidelines for each grant period; and
- May perform other finance related functions as stipulated by the NOWB.

D. MEETINGS

All meetings of the NOWB shall be held in compliance with Oklahoma Open Meetings Act, all applicable laws, these bylaws, and Robert's Rules of Order, provided that the use of Roberts' Rules of Order shall be solely for the convenience of the NOWB. Failure to comply with Roberts' Rules of Order shall not affect the validity of any action taken which is otherwise in compliance with these bylaws. In the event of a conflict, the order of precedence shall be the law, these bylaws, and Roberts' Rules of Order.

The NOWB shall meet at least quarterly. The Chairman, or any Officer in the absence of the Chairman, may call for a special meeting.

Participation at all NOWB meetings shall be limited to the NOWB members, with the following exception: At the discretion of the Chairman and only after having been recognized by the Chairman, non-NOWB members may provide reports, make comments, or participate in discussion which is material to the matter under consideration as long as such comment or other participation does not violate these bylaws.

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the NOWB. Members shall be deemed to be present at a meeting where all members participating may simultaneously hear each other during the meeting, irrespective of whether or not they are present in the same location. A member is considered to be present even though the member abstains from voting.

All meetings of the NOWB shall be conducted by the Chairman, or in the Chairman's absence, any member of the Executive Committee in successive order of authority.

A quorum of the NOWB shall be composed of those NOWB members present at any meeting.

Each appointed member of the NOWB is permitted to cast one vote. Proxy votes are not permitted.

An agenda for each meeting shall be distributed before the meeting so NOWB members may review all agenda items and have adequate time to examine and research action items as appropriate. In general, the Chairman sets the agenda for the NOWB meetings but a working calendar of the NOWB responsibilities and requirements will commonly be utilized to create the agenda and any NOWB member may ask for items to be placed on the agenda for NOWB consideration.

Minutes of the proceedings for each meeting will be documented and distributed by NOWB Staff to each NOWB member. All minutes may be maintained in permanent official files by the NOWB Staff.

E. COMMITTEES

The NOWB may develop any committee as deemed necessary for the work of the NOWB and to comply with any federal or state issued guidance/requirements.

NOWB staff shall continually review the NOWB working calendar and requirements to develop a summary of activity and recommendations to be reported to the NOWB for potential committee, taskforce, and/or team development. All activity of any NOWB committee, taskforce, and/or team shall be reported at the next NOWB meeting.

The NOWB will form an Executive Committee

a. Executive Committee

The Executive Committee shall be composed of all elected Officers, 1 business member representative, and 1 non-business member representative and may include the chairs of any standing committee at the discretion of the NOWB Chairman. The Executive Committee shall meet as determined by the NOWB Chairman and may meet as often as deemed necessary.

The members of the Executive Committee who are not Officers of the NOWB will be elected on an annual basis, serve for 1 year at a time with term of office starting July 1 and ending June 30 and may be re-appointed/elected for subsequent years of service. The Executive Committee may act on behalf of the NOWB in unusual and/or extreme situations if given the authority by the NOWB prior to the Executive Committee meeting and shall have said actions ratified by the NOWB at the next NOWB meeting. The actions of the Executive Committee will be reported at the NOWB meetings.

The Executive Committee will be the main body responsible for working with the CLEO in the development of Area's Strategic Plan and/or Regional Plan. The Committee shall provide ongoing monitoring of this plan for the Area and may make an annual report on progress and suggestions for change and/or additional action.

The Executive Committee shall be responsible for coordinating and overseeing the activities of the NOWB and committees to ensure the satisfactory performance of functions stipulated by the Governor, these Bylaws and all pertinent statutes and regulations. The Executive Committee shall also guide the administrative management of the NOWB.

Any member of the Executive Committee may preside at meetings of the NOWB in the absence of the preceding officer/Executive Committee member in authority.

If a LEO is appointed through the LEOs Consortium agreement to serve as NOWB member, he/she may serve as an Executive Committee member if identified in the LEOs Consortium.

b. Other Committees, Taskforces, Teams, Projects

The NOWB Chairman shall be authorized to appoint a committee, taskforce, team or other Ad Hoc committee for specific projects. Such committee, taskforce, team or other Ad Hoc committee will have a term of service and will disband at the completion of task.

F. STAFFING AND SUPPORT

Staffing and support of the NOWB shall be provided by the Oklahoma Economic Development Authority. Staffing shall include a Director and such staff necessary to support the activities of the NOWB. The NOWB Director shall attend all meetings of the NOWB and its committees and may direct staff, as appropriate and necessary, to attend such meetings. The NOWB staff will work on implementation of the policies, goals and activities recommended by the NOWB. The NOWB staff shall make regular reports to the NOWB which shall include program monitoring. NOWB staff shall be responsible for preparing and distributing agendas as well as all other correspondence for all meetings. NOWB Staff shall maintain an official membership list, attendance records, a record of all actions of the NOWB, minutes of all public meetings and other documents of the NOWB and its committees.

G. CONFLICT OF INTEREST

1. Members of the NOWB shall comply with applicable conflict of interest laws and administrative regulations as well as any amendments to the WIOA or regulations.
2. A member of the NOWB may not participate in discussion or vote on a matter under consideration by the NOWB that would provide a direct financial benefit to an immediate family member of the NOWB member. For the purposes of this Code of Conduct, the term "immediate family member" includes a member's spouse, son, son-in-law, daughter, daughter-in-law, mother, mother-in-law, father, father-in-law, brother, brother-in-law, sister, sister-in-law, aunt, uncle, niece, nephew, step-parent, stepchild, grandparent, grandchild, step/half brother, and step/half sister.
3. A member of the NOWB may not engage in any other activity determined by the Governor to constitute a conflict of interest as specified in the State Plan.
4. A conflict of interest exists if it is reasonably foreseeable that the outcome of participating in a governmental decision will have a material impact on a NOWB member's economic interest which is distinguishable from the public generally.
5. Participation in a governmental decision includes voting on a matter (including recommendations), appointing a person, obligating or committing the NOWB to a course of action, negotiating agreements, influencing a decision and otherwise exercising judgment in making a decision.
6. Each NOWB member is responsible for determining whether any potential or actual conflict of interest exists or arises for him/herself during tenure on the NOWB and/or standing committee.
7. Any member with a potential or actual conflict of interest shall comply with applicable law, including requirements for public disclosure and recusal.
8. Alleged violations of the conflict of interest section of these bylaws shall be brought to the attention of the NOWB Chairman. The Chairman may ask the Executive Committee to investigate any alleged violation for possible action. The Executive Committee shall have sole authority for deciding whether a sanction shall be imposed.

9. Sanctions for proven violation(s) may include but not be limited to a written reprimand and/or immediate removal from the NOWB.

ARTICLE IV SUNSHINE PROVISION

The NOWB shall make available to the public, on a regular basis through electronic means and open meetings, information regarding the activities of the NOWB. (WIOA §107(e)).

ARTICLE V AMENDMENTS

Proposed amendments to these By-Laws must be made available to the membership in hard copy and/or electronic form at least 10 (ten) days prior to the meeting at which action is to be taken. Approval of any amendment(s) must receive at least a simple majority vote of those members present.

ARTICLE VI SEVERABILITY

If any part of these bylaws is held to be null and/or void, the validity of the remaining portion of the bylaws shall not be affected.

ARTICLE VII ENACTMENT

These bylaws shall become effective upon adoption/approval of the NOWB and shall remain in effect until dissolution of the NOWB.